

BVG INDIA LIMITED

(CIN: U74999PN2002PLC016834)

REGD OFFICE: 'BVG HOUSE', Premier Plaza, Pune- Mumbai Road, Chinchwad Pune,
Maharashtra 411019 India

CORPORATE OFFICE: Midas Tower, 4th Floor, Plot No. 44, Rajiv Gandhi Infotech Park, Hinjewadi,
Mulshi Pune 411057 Maharashtra India

Website: www.bvgindia.com, Tel.: +91-20-35090000/15, Email: secretarial@bvgindia.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of BVG INDIA LIMITED (“the **COMPANY**”) will be held on **Saturday, January 20, 2024 at 12.30 PM** at the Corporate Office of the Company at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pune- 411057 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. I: APPROVAL FOR SUB-DIVISION OF EQUITY SHARES OF THE COMPANY FROM THE FACE VALUE OF ₹. 10/- (RUPEES TEN) PER SHARE TO ₹. 2/- (RUPEES TWO) PER SHARE:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d) read with 64 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the consent of the Members of the Company be and is hereby accorded for sub-dividing each of the Equity Share of the Company having a face value of ₹ 10/- (Rupee Ten) each into 5 (Five) Equity Shares of face value of ₹ 2/- (Rupee Two) each.(“Sub-division”).”

“**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares (classified) of the Company, the authorised, issued, subscribed and paid up equity share capital of face value of ₹ 10/- (Rupees Ten only) each shall stand sub-divided into 5 (Five) equity shares of face value of ₹ 2/- (Rupee Two only) each, from the record date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the Board which expression shall be deemed to include a Committee of Directors) and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid Equity Shares of ₹ 10/- (Rupees ten only) each of the Company.”

“**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” of the sub-division or such other date as may be

determined by the Board including any committee thereof, and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or Mr. Hanmantrao Gaikwad, Chairman and Managing Director, Mrs. Swapnali Gaikwad, Director and Mr. Niklank Jain, Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

ITEM NO. II: ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, if any, the existing Clause V of the Memorandum of Association of the Company be and are hereby amended and substituted by the following Clause V:-

V. *“The Authorized Share Capital of the Company is ₹ 47,00,00,000/- (Rupees Forty Crores Only) classified as equity share capital aggregating to ₹ 32,16,48,610/- (Rupees Thirty Two Crores Sixteen Lakhs Forty Eight Thousand Six Hundred and Ten only) divided into 16,08,24,305 (Sixteen Crores Eight Lakhs Twenty Four Thousand Three Hundred and Five Only) equity shares of ₹ 2/- (Rupees Two) each and Compulsory Convertible Cumulative Preference Shares aggregating to ₹ 14,83,51,390 (Rupees Fourteen Crores Eighty Three Lakhs Fifty One Thousand Three Hundred and Ninety only) divided into 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) shares of ₹ 10/- (Rupees Ten only) with the rights privileges and condition attaching thereto as are provided by the regulations of the Company for the time being in force, as may be determined by or in accordance with the regulations of the Company, and to vary modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided for by the Articles of Association of the Company or by law in force for the time being.”*

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of Mr. Hanmantrao Gaikwad, Chairman and Managing Director, Mrs. Swapnali Gaikwad, Director and Mr. Niklank Jain, Company Secretary be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board (which expression shall also include a duly authorized Committee thereof) to any Director(s), Officer(s) of the Company as may be required to in order to give effect to the aforesaid Resolution.”

ITEM NO. III: ALTERATION OF THE ARTICLE NO. 3 OF THE ARTICLES OF ASSOCIATION:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 14, 61 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary concerned authorities or bodies, if any, the existing Article No. 3.2, 4.1 of Schedule 1 and 1.2 of Schedule II of Part B of the Articles of Association of the Company be and are hereby amended and substituted suitably to give effect of the Sub-division of Equity Shares of the Company from face value ₹ 10/- each to Face value ₹ 2/- each.”

“RESOLVED FURTHER THAT any one of Mr. Hanmantrao Gaikwad, Chairman and Managing Director, Mrs. Swapnali Gaikwad, Director and Mr. Niklank Jain, Company

Secretary be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board (which expression shall also include a duly authorized Committee thereof) to any Director(s), Officer(s) of the Company as may be required to in order to give effect to the aforesaid Resolution.”

ITEM NO. IV: APPROVAL FOR PROPORTIONATE INCREASE IN THE SHARES TO BE ISSUED TO COMPULSORILY CONVERTIBLE PREFERENCE SHAREHOLDERS IN TERMS OF SECTION 62(3) OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the sub-division of the Equity Shares and in partial modification of the resolutions passed by the Company dated February 4, 2008, (said resolution) relating to the issue of Compulsorily Convertible Preference Shares and approval of shareholders by way of special resolution, be and is hereby given to create offer, issue and allot for the proportionate increase in the equity shares to be allotted upon conversion of the said Compulsorily Convertible Preference Shares of the Company in terms of the conditions of the respective agreements and resolutions as referred herein above and in terms of the provisions of section 62(3) of the Companies Act, 2013 and the Rules applicable thereunder.”

“**RESOLVED FURTHER THAT** except for the proportionate increase to create, offer, issue and allot for the proportionate increase in the equity shares to be allotted upon conversion of the said Compulsorily Convertible Preference Shares of the Company due to sub-division of Equity shares, all other terms and conditions of the issue as per the said resolutions shall remain the same and unaltered.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or any Director and/or any other Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on

behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

ITEM NO. V: APPROVAL FOR PROPORTIONATE INCREASE IN THE SHARES TO BE ISSUED TO OPTIONALLY CONVERTIBLE DEBENTURE HOLDERS IN TERMS OF SECTION 62(3) OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the sub-division of the Equity Shares and in partial modification of the resolutions passed by the Company dated January 3, 2011, (said resolution) relating to the issue of Optionally Convertible Debentures respectively the approval of the shareholders be and is hereby given to create offer, issue and allot for the proportionate increase in the equity shares to be allotted upon conversion of the said Optionally Convertible Debentures of the Company respectively in terms of the conditions of the respective agreements and resolutions as referred herein above and in terms of the provisions of section 62(3) of the Companies Act, 2013 and the Rules applicable thereunder.”

“**RESOLVED FURTHER THAT** except for the proportionate increase to create, offer, issue and allot for the proportionate increase in the equity shares to be allotted upon conversion of the said Optionally Convertible Debentures of the Company due to sub-division of Equity shares, all other terms and conditions of the issue as per the said resolutions shall remain the same and unaltered.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or any Director and/or any other Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares

including execution and filing of all the relevant applications, writings, deeds and documents with, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**By Order of the Board of Directors
For BVG India Limited**

**Place: Pune
Date : December 26, 2023**

**Niklank Jain
Company Secretary**

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Explanatory Statement as required, *inter-alia*, under Section 102 of the Act setting out the material facts relating to the proposed Ordinary / Special Resolution(s), is appended to and forms part of this Notice. Unless otherwise stated or the context so requires, the contents of this Notice, resolution(s) and Explanatory Statement are to be read together.
3. The Notice and Explanatory Statement with requisite enclosures, have also been made available on the website of the Company i.e. All dates and times mentioned herein, are as per Indian Standard Time.
4. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form in form no. MGT-11 is annexed hereto.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company.
6. Member(s) holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other Member.
7. Only bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Institutional/Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of board resolution to the Company with attested specimen signature of the duly authorized signatory(ies), authorising their representative to attend and vote at the meeting.
9. Members whose shareholding is in electronic mode are requested to direct notifications about change of address to their respective depository participants(s) or Members holding shares in electronic/physical mode are required to register/update their e-mail addresses, contact numbers and correspondence address with the Company by sending a letter requesting for registration/updation of the same, mentioning their name and DP ID and Client ID / Folio number, through e-mail at generalmeeting@bvgindia.com and/or secretarial@bvgindia.com or by post to the Corporate office of the Company.
10. The notice of EGM, attendance slip and proxy form are being sent by electronic mode to Members whose email addresses are registered with the Company/Depository participant(s).

- 11.** A copy of this notice can be accessed by the Members on the website of the Company at <https://www.bvgindia.com/notices.php>
- 12.** This notice is also being given to every Director of the Company and Auditors of the Company, at the addresses provided by them. Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other person who is entitled to this notice shall not invalidate the proceedings of the meeting.
- 13.** An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to Special business to be transacted at the EGM is annexed herewith and forms part of the notice.
- 14.** Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, January 20, 2024, shall be entitled to avail the facility of voting on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

Allotment of additional shares of Face Value Rs. 2/- each, if approved by the members at this Extra-Ordinary General Meeting will be available to those shareholders whose names stand as beneficial owners as at the end of business hours on Saturday, January 20, 2024 ("Record Date") as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic and physical form. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

- 15.** All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during business hours between 10:30 A.M. to 06:00 P.M. upto the date of EGM (except Sunday).
- 16.** In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXURE TO AND FORMING PART OF THE NOTICE DATED DECEMBER 16, 2023.

The following Statement relating to the accompanying Notice sets out all material facts:

ITEM NO. I:

With a view to enhance the liquidity and for benefit of existing investors of the Company the Board of Directors at its Meeting held on December 16, 2023 considered and approved the sub-division of 1 (One) Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten only) each into 5 (Five) Equity Shares of face value ₹ 2/- (Rupees Two only) each, subject to approval of Members and any other statutory and regulatory approval as applicable. The Record date for the aforesaid sub-division of the equity shares will be fixed after approval of the Members is obtained. The aforesaid Sub-division of 1 (One) Equity share of face value of ₹ 10/- (Rupees Ten only) each into 5 (Five) Equity shares of face value ₹ 2/- (Rupees Two only) each would require consequential amendment to the existing Capital Clause V of the Memorandum of Association of the Company.

Members may note that as per the definition of reserved matters included in clause 2.1 read with clause 7.2 of the Articles of Association of the Company the matter regarding amendment to Memorandum of Association or any changes to Articles of Association of the Company and matters relating to capital structure of the Company shall be considered as reserved matters. Accordingly, these matters have been taken up in this Board Meeting with the consent of the existing Investors as per Articles of Association of the Company.

The Board of Directors of the Company recommends the Resolution as set out in Item No. I of the accompanying notice for the approval and/or consent of the members of the Company as an Ordinary Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives (as per the Act and Rules made thereunder) are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item No. I of the accompanying notice, except to the extent of equity shares held by them in the Company.

ITEM NO. II AND III:

The proposed sub-division of 1 (one) Equity Share of face value of ₹ 10/- (Rupees Ten only) each into 5 (five) Equity Share of face value ₹ 2/- (Rupees Two only) each requires consequential amendment to the Memorandum of Association and Articles of Association of the Company. Accordingly Clause V of the Memorandum of Association and Article No. 3.2, 4.1 of Schedule 1 and 1.2 of Schedule 2 of Part B of the Articles of Association are proposed to be amended as set out in Item Nos. II and III in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

Presently as per Capital Clause V of the Memorandum of Association, the Authorized Share Capital of the Company is ₹ 47,00,00,000/- (Rupees Forty Seven Crores Only) classified as equity share capital aggregating to ₹ 32,16,48,610/- (Rupees Thirty Two Crores Sixteen Lakhs Forty Eight Thousand Six Hundred and Ten only) divided into 3,21,64,861 (Three Crores Twenty One Lakhs Sixty Four Thousand Eight Hundred and Sixty One) equity shares of ₹ 10/- (Rupees Ten only) each and Compulsory Convertible Cumulative Preference Shares aggregating to ₹ 14,83,51,390 (Rupees Fourteen Crores Eighty Three Lakhs Fifty One Thousand Three Hundred and Ninety only) divided into 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) shares of ₹ 10/- (Rupees Ten only). The Board of Directors of the Company at its meeting held on December 16, 2023 has decided to amend the same subject to approval of Members of the Company as the Authorized Share Capital of the Company is ₹ 47,00,00,000/- (Rupees Forty Seven Crores Only) classified as equity share capital aggregating to ₹ 32,16,48,610/- (Rupees Thirty Two Crores Sixteen Lakhs Forty Eight Thousand Six Hundred and Ten only) divided into 16,08,24,305 (Sixteen Crores Eight Lakhs Twenty Four Thousand Three Hundred and Five Only) equity shares of ₹ 2/- (Rupees Two) each and Compulsory Convertible Cumulative Preference Shares aggregating to ₹ 14,83,51,390 (Rupees Fourteen Crores Eighty Three Lakhs Fifty One Thousand Three Hundred and Ninety only) divided into 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) shares of ₹ 10/- (Rupees Ten only) each as set out in Item Nos. 2 in the accompanying notice. There will not be any change in the amount of authorized, issued, subscribed and paid up share capital but the number of equity shares will change to 16,08,24,305 (Sixteen Crores Eight Lakhs Twenty Four Thousand Three Hundred and Five Only) and 12,85,51,940 (Twelve Crores Eighty Five Lakhs Fifty One Thousand Nine Hundred and Forty Only) Equity Shares in the authorised and paid up share capital of the Company respectively.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives (as per the Act and Rules made thereunder) are, in any way, concerned or interested, financially or otherwise, in the Ordinary and Special Resolution(s) as set out in Item Nos. II and III of the accompanying notice, except to the extent of equity shares held by them in the Company.

ITEM NO. IV AND V:

Pursuant to the proposed sub-division of 1 (one) Equity Share of face value of ₹ 10/- (Rupees Ten only) each into 5 (five) Equity Shares of face value ₹ 2/- (Rupees Two only) each requires proportionate increase in the shares to be issued to Compulsorily Convertible Preference shareholders and Optionally Convertible Debentures Holders in terms of section 62(3) of the Companies Act, 2013. Hence the shareholders' approval is sought to create offer, issue and allot for the proportionate increase in the equity shares to be allotted upon conversion.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives (as per the Act and Rules made thereunder) are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No. IV and V of the accompanying notice, except to the extent of the securities held by them in the Company.

**By Order of the Board of Directors
For BVG India Limited**

**Place: Pune
Date : December 26, 2023**

**Niklank Jain
Company Secretary**

BVG INDIA LIMITED

(CIN: U74999PN2002PLC016834)

REGD OFFICE: 'BVG HOUSE', Premier Plaza, Pune- Mumbai Road, Chinchwad Pune,
Maharashtra 411019 India

CORPORATE OFFICE: Midas Tower, 4th Floor, Plot No. 44, Rajiv Gandhi Infotech Park, Hinjewadi,
Mulshi Pune 411057 Maharashtra India

Website: www.bvgindia.com, Tel.: +91-20-35090000/15, Email: secretarial@bvgindia.com

Map:

**MIDAS TOWER, 4TH FLOOR, PLOT NO. 44, RAJIV GANDHI I, HINJAWADI,
MULSHI Pune MH 411057 IN**



BVG INDIA LIMITED

(CIN: U74999PN2002PLC016834)

REGD OFFICE: 'BVG HOUSE', Premier Plaza, Pune- Mumbai Road, Chinchwad Pune,
Maharashtra 411019 India

CORPORATE OFFICE: Midas Tower, 4th Floor, Plot No. 44, Rajiv Gandhi Infotech Park, Hinjewadi,
Mulshi Pune 411057 Maharashtra India

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Attendance Slip of Extra-Ordinary General Meeting

BVG INDIA LIMITED

ATTENDANCE SLIP

Extra-Ordinary General Meeting, 20th January, 2024 at 12.30 P.M

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No.
of shares held _____

I certify that I am a registered Member/proxy for the registered Member of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Saturday, 20th January, 2024 at 12.30 P.M at the Corporate Office of the Company at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pimpri Chinchwad, Pune- 411057

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: In case of any Member physically attending the meeting, please fill this attendance slip and hand it over at the entrance of the hall.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999PN2002PLC016834

Name of the Company: **BVG INDIA LIMITED**

Registered Office: **BVG HOUSE', PREMIER PLAZA, PUNE- MUMBAI ROAD, CHINCHWAD PUNE MH 411019 IN**

Name of the member (s):	E-mail Id:
	No. of shares held :
Registered address:	Folio No.
	DP ID*.
	Client ID*.

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature, or failing him

2. Name:

Address:

E-mail Id:

Signature....., or failing him

3. Name:

Address:

E-mail Id:

Signature.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, January 20, 2024 at 12.30 P.M. at the Corporate Office of the Company at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pimpri Chinchwad, Pune- 411057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote		
		For	Against	Abstain
I	Approval for sub-division of Equity Shares of the Company from the Face Value of ₹. 10/- (Rupees Ten) per share to ₹. 2/- (Rupees To) per share			
II	Alteration of the Capital Clause of the Memorandum of Association			
III	Alteration of the Article no. 3 of the Articles of Association			
IV	Approval for proportionate increase in the shares to be issued to Compulsorily Convertible Preference Shareholders in terms of section 62(3) of the Companies Act, 2013			

Sr. No.	Resolution	Vote		
		For	Against	Abstain
V	Approval for proportionate increase in the shares to be issued to Optionally Convertible Debenture Holders in terms of section 62(3) of the Companies Act, 2013			

Signed this day of..... 2024

Signature of Member.....

Signature of Proxy holder(s) (1)

Affix Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.